

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., *et al.*¹,) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)
**Re: Docket No. 3944 & 7/28/03 Agenda
Item No. 7**

**CERTIFICATION OF COUNSEL REGARDING ORDER AUTHORIZING, BUT NOT
REQUIRING, THE DEBTORS TO CONTRIBUTE FUNDS INTO THE TRUST
FUNDING THE DEFINED BENEFIT PLANS COVERING DEBTORS' EMPLOYEES**

1. Attached hereto as Exhibit A, for the Court's consideration, is the proposed *Order Authorizing, But Not Requiring the Debtors to Contribute Funds Into the Trust Funding the Defined Benefit Plans Covering Debtors' Employees* (the "Order").
2. On or about June 23, 2003 the Debtors filed the related *Motion for the Entry of an Order Authorizing, But Not Requiring, the Debtors to Make Contributions Into the*

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Trust Funding the Defined Benefit Plans Covering Debtors' Employees (the "Motion") (Docket No. 3944).

3. The deadline to object to the Motion was July 11, 2003 (extended to July 15 for the Property Damage Committee and Official Committee of Unsecured Creditors (the "Creditors' Committee")). No objections to the Motion were filed, or received by the Debtors. However, the Property Damage Committee and the Creditors' Committee raised concerns informally with the Debtors.

4. The parties were able to resolve the concerns of the two committees and document the resolution through revisions to the proposed form of order. The changes from the form of order filed with the Motion are shown on the blackline attached hereto as Exhibit B.

5. The attached form of Order has been circulated to and approved by the Property Damage Committee and the Creditors' Committee.

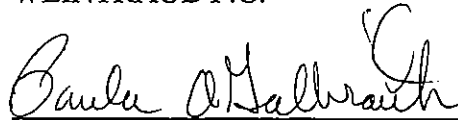
6. The Debtors respectfully request that the Court enter the attached Order at its earliest convenience.

Dated: July 25, 2003

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